

Exhibit A

Lane, Erik

From: Lombardi, Stuart <slombardi@willkie.com>
Sent: Thursday, July 29, 2021 10:58 AM
To: Tsekerides, Theodore
Cc: Strickland, Rachel; Korn, Jeffrey; Forman, Daniel; Antonello, Gabrielle; Natalie Ramsey; Michael Enright; Mark Fink; Quinn, Kami; Heather Frazier; Cailteux, Konrad; Barrington, Luna; 'Guerke, Kevin A.'; Kochenash, Jared W.
Subject: RE: Imerys - Meet & Confer
Attachments: Imerys - PI Schedule and Related Terms.DOCX

Ted,

Further to our discussion last night, attached is a document with the movants' proposed schedule and related terms.

Stuart R. Lombardi
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From: Tsekerides, Theodore <theodore.tsekerides@weil.com>
Sent: Wednesday, July 28, 2021 6:07 PM
To: Lombardi, Stuart <slombardi@willkie.com>
Cc: Strickland, Rachel <RStrickland@willkie.com>; Korn, Jeffrey <JKorn@willkie.com>; Forman, Daniel <DForman@willkie.com>; Antonello, Gabrielle <GAntonello@willkie.com>; Natalie Ramsey <namsey@rc.com>; Michael Enright <menright@rc.com>; Quinn, Kami <quinnk@gilbertlegal.com>; Heather Frazier <frazierh@gilbertlegal.com>; Cailteux, Konrad <konrad.cailteux@weil.com>; Barrington, Luna <Luna.Barrington@weil.com>
Subject: Re: Imerys - Meet & Confer

*** EXTERNAL EMAIL ***

Could do 7 pm tonight if that works.

Theodore E. Tsekerides
Partner
Weil, Gotshal & Manges LLP
212-310-8218 Office
516-398-0510 Mobile

On Jul 28, 2021, at 4:44 PM, Lombardi, Stuart <slombardi@willkie.com> wrote:

Ted,

We are ready to meet and confer as the Court instructed during today's hearing. When will you be ready and available?

Thank you.

Stuart R. Lombardi

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- Proposed schedule, subject to the Court’s availability and contingent on agreement to preserve the status quo:
 - August 4: J&J’s briefs due in opposition to (a) motion for a preliminary injunction and (b) motion to intervene.
 - August 11: Replies due
 - Week of August 16: Hearing
- J&J and its affiliates (collectively, “J&J”) represent that they have not effectuated any form of restructuring, reorganization or other business or corporate action, including a divisive merger, designed or asserted to (i) separate themselves, including by assignment, from their respective Indemnification Agreements and/or their alleged obligations thereunder or (ii) otherwise impact the Indemnification Agreements and/or J&J’s alleged obligations thereunder. J&J agrees to preserve the status quo until the Court rules on the motion for a preliminary injunction. Specifically, J&J agrees not to use a divisive merger or any other form of corporate transaction (including a restructuring, reorganization or other business or corporate action) designed or asserted to (i) separate themselves, including by assignment, from their respective Indemnification Agreements and/or the obligations thereunder pending the Court’s ruling on the motion for a preliminary injunction or (ii) otherwise impact the Indemnification Agreements and/or J&J’s alleged obligations thereunder, and agrees not to do anything at all in furtherance of such a divisive merger or transaction pending that ruling.
- J&J to produce all documents and information provided in response to the July 28, 2021 letter of the House Subcommittee on Economic and Consumer Policy.
- J&J to provide verified responses to the following:
 - Has J&J formed a new entity for purposes of effectuating a divisive merger or another form of restructuring or reorganization designed to or asserted to (i) separate themselves from the Indemnification Agreements and/or the obligations thereunder or (ii) otherwise impact the Indemnification Agreements and/or J&J’s alleged obligations thereunder?
 - Has J&J retained Jones Day?
 - Has J&J retained Robinson Bradshaw?
 - Have either JNJ or JJCI converted to a different form of entity (for example from a corporation to an LLC) within the past 90 days?
 - Have either JNJ or JJCI converted to an entity under a different state (for example converting to a Texas corporation) within the past 90 days?
 - Does J&J intend to undergo a divisive merger allocating any or all of its talc liabilities?
 - What steps, if any, has J&J taken in preparation for or furtherance of such a divisive merger?
 - Has J&J allocated or assigned any of the Indemnification Agreements or its alleged obligations under them in a divisive merger or other corporate transaction?
 - Is J&J contemplating allocating any of the Indemnification Agreements or its alleged obligations under them through a divisive merger?
 - Is J&J contemplating otherwise transferring or assigning any of the Indemnification Agreements or its alleged obligations under them?
 - Does J&J intend to allocate any of the Indemnification Agreements or its alleged obligations under them through a divisive merger?
 - Does J&J intend to transfer or assign any of the Indemnification Agreements or its alleged obligations under them?